

Soo Line Railroad Company



Soo Line Building  
Box 530  
Minneapolis, Minnesota 55440  
(612) 337-7639

JEAN L. FINDORFF  
Corporate Attorney

January 15, 1990

RECORDATION NO. 11496-2  
FILED 1425

0-017A127 JAN 17 1990 -12 25 PM  
INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue N.W.  
Washington, D.C. 20423

RE: Soo Line Railroad Equipment Trust of 1980  
Primary Document Recordation No. 11496

Dear Secretary:

I have enclosed duly acknowledged duplicate originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Second Supplemental Lease of Railroad Equipment, a secondary document, dated as of January 15, 1990.

The primary document to which this is connected is recorded under Recordation No. 11496.

The names and addresses of the parties to the document are as follows:

Trustee and Lessor:	Mercantile-Safe Deposit and Trust Company P.O. Box 2258 Baltimore, MD 21203
Lessee:	Soo Line Railroad Company Soo Line Building P.O. Box 530 Minneapolis, MN 55440

A description of the equipment covered by the document follows: Thirteen (13) 100-ton 4000 cu. ft. open top hopper cars with rotary dump coupler, bearing Soo road numbers 62204-62211 (both inclusive) and 62258-62262 (both inclusive).

A fee of \$15 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return one original

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Interstate Commerce Commission  
Page Two  
January 15, 1990

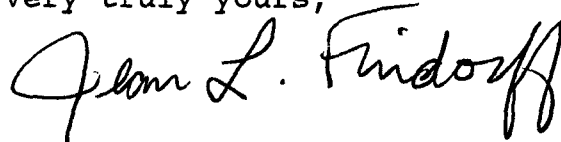
and any extra copies not needed by the Commission, bearing appropriate recordation data, to Jean L. Findorff, Corporate Attorney, Soo Line Railroad Company, Suite 1000, Soo Line Building, P.O. Box 530, Minneapolis, MN 55440.

A short summary of the document to appear in the index as follows:

Second Supplemental Lease between Mercantile-Safe Deposit and Trust Company as Trustee under Soo Line Railroad Equipment Trust and Lease of 1980 (Recordation Number 11496), dated as of January 15, 1980, as amended, and Soo Line Railroad Company ("Lessee") dated as of January 15, 1980, and covering Thirteen (13) 100-ton 4000 cu. ft. open top hopper cars with rotary dump coupler, bearing Soo road numbers 62204-62211 (both inclusive) and 62258-62262 (both inclusive).

Thank you for your cooperation.

Very truly yours,

A handwritten signature in black ink, reading "Jean L. Findorff". The signature is written in a cursive, flowing style with a large, prominent "J" and "F".

JLF/ljb

Enclosures

cc: Law Department File 616  
J. C. Miller  
T. J. Bauer  
R. Schreiber

JLFD.055

RECORDATION NO.

11496-D  
FILED 1425

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INTERSTATE COMMERCE COMMISSION

Executed Counterpart No. 4

SOO LINE RAILROAD

EQUIPMENT TRUST OF 1980

SECOND SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

SUPPLEMENTAL TO LEASE OF RAILROAD EQUIPMENT, dated as of January 15, 1980, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a corporation duly organized and existing under the laws of the state of Maryland (hereinafter called the "Trustee"), party of the first part, and SOO LINE RAILROAD COMPANY, a corporation duly organized and existing under the laws of the State of Minnesota (hereinafter called the "Company"), party of the second part:

WHEREAS, by certain Agreement and Lease, each dated as of January 15, 1980, there was constituted Soo Line Railroad Equipment Trust of 1980; and whereas pursuant to the provisions of said Agreement, certain railroad equipment was transferred by G. J. Johnston and A. Palmer, Vendors, to the Trustee, and by said Lease, said railroad equipment was leased by the Trustee to the Company; and

WHEREAS, the said Lease in Article Seventh thereof makes provision for the replacement by the Company at its own cost of trust Equipment which may be lost or destroyed with new equipment of a specified kind, title to which shall be transferred to the Trustee and made a part of the Trust Equipment; and

WHEREAS, an additional replacement has been made by the Company and title thereto is now vested in the Trustee, and the Company and Trustee now desire to execute a Second Supplemental Lease as in said Article Seventh provided.

NOW THIS AGREEMENT WITNESSETH:

The above-described Lease of Railroad Equipment, dated as of January 15, 1980, with the Agreement, dated as of January 15, 1980, thereto annexed, as supplemented by the Supplemental Lease dated constituting Soo Line Railroad Equipment Trust of 1980 is hereby supplemented as indicated in the next succeeding sentence, but in all other respects said Lease Agreement shall continue in full force and effect.

The Trustee, acting pursuant to Article Seventh of said Lease, for and in consideration of the sum of One Dollar to it paid by the Company at or before the execution and delivery hereof, the receipt of which is hereby acknowledged, and of the rents and covenants in said Lease mentioned to be paid, kept and performed by the Company, has let and leased and does hereby let and lease to the Company all of the following standard gauge railroad equipment in addition to the Trust Equipment now covered by Soo Line Railroad Equipment Trust of 1980 to wit:


Thirteen (13) 100-ton 4000 cu. ft. open top  
hopper cars with rotary dump coupler, bearing  
Soo Line road numbers 62204-62211 (both  
inclusive) and 62258-62262 (both inclusive).

This Second Supplemental Lease may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.


The Second Supplemental Lease shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the aforesaid Agreement and Lease, and the Company, have caused these presents to be duly executed, as of the 15th day of January, 1990.

ATTEST:

  
Assistant Corporate Trust  
Officer


MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY  
as Trustee,

By   
Vice President

ATTEST:

  
Assistant Secretary

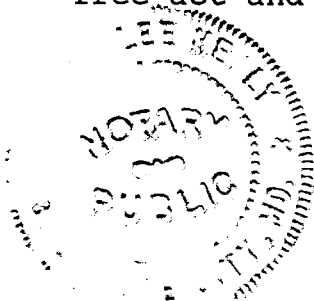
SOO LINE RAILROAD COMPANY

By   
James A. Lee  
Senior Vice President  
Chief Financial Officer

JLFD.055

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE)

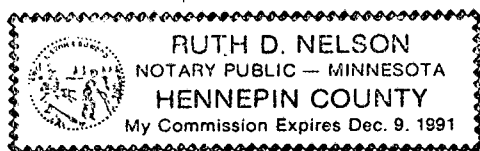
On this 11<sup>th</sup> day of January, 1990, before me personally appeared ~~James A. Lee~~ J. Schreiber ~~vice president~~ to me personally known, who, being by me duly sworn, says that he is a Vice President of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Linda Lee Spealy  
Notary Public  
2/1/90

STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF HENNEPIN )

On this 18<sup>th</sup> day of January, 1990, before me personally appeared James A. Lee, to me personally known, who, being by me duly sworn, says that he is Senior Vice President and Chief Financial Officer of Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ruth D. Nelson  
Notary Public